



PUBLIC NOTICE

FEDERAL COMMUNICATIONS COMMISSION
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Non Streamlined International Applications/Petitions Accepted For Filing

Section 214 Applications (47 CFR §§ 63.18, 63.24); Section 310(b) Petitions (47 CFR § 1.5000)

The applications listed below have been found, upon initial review, to be acceptable for filing. These applications are not subject to the streamlined processing procedures set forth in section 63.12 of the Commission's rules. 47 CFR § 63.12. These applications shall not be deemed granted until the Commission affirmatively acts upon the application either by public notice or by written order. Operation for which authorization is sought may not commence except in accordance with any terms or conditions imposed by the Commission. Pursuant to section 1.1910(b)(2) of the Commission's rules, action will be withheld on any application by any entity found to be delinquent in its debts to the Commission. 47 CFR § 1.1910(b)(2). Applicants should login to the CORES Payment website at <https://apps.fcc.gov/cores/userLogin.do> to determine if they are delinquent in a debt to the Commission and for information on how to pay the debt.

Unless otherwise specified, interested parties may file comments with respect to these applications within 28 days of the date of this public notice. We request that such comments refer to the application file number shown below. No application listed below shall be granted by the Commission earlier than the day after the date specified in this public notice for the filing of comments.

Unless otherwise specified, ex parte communications between outside parties and Commission staff concerning these applications are permitted subject to the Commission's rules for "permit-but-disclose proceedings." See 47 CFR § 1.1206.

People with Disabilities: To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to fcc504@fcc.gov or call the Consumer & Governmental Affairs Bureau at 202-418-0530 (voice). All applications listed are subject to further consideration and review, and may be returned and/or dismissed if not found to be in accordance with the Commission's rules, regulations, and other requirements.

Petition for Declaratory Ruling

On March 16, 2023, Connect Holding II LLC (Petitioner or Connect Holding II) filed a petition for a declaratory ruling, pursuant to section 310(b)(4) of the Communications Act of 1934, as amended, 47 U.S.C. § 310(b)(4) (the Act) and section 1.5000(a)(1) of the Commission's rules, 47 CFR § 1.5000(a)(1), requesting that the Commission find that it would serve the public interest to approve the foreign equity and voting interests in Connect Holding II in excess of the 25% statutory benchmarks in section 310(b)(4) of the Act. On April 24, 2023, the Petitioner filed a restated petition (Restated Petition). On May 12, 2023, the Petitioner filed a supplement with a revised ownership exhibit. Connect Holding II is the controlling U.S. parent of ten entities that hold common carrier wireless licenses and are doing business as Brightspeed (Licensees).

In 2022, the Commission issued a foreign ownership ruling to Connect Holding, LLC (Connect Holding) and Connect Holding II finding that the public interest would not be served by prohibiting 100% aggregate foreign ownership of Connect Holding II. Lumen Technologies, Inc. and Connect Holding LLC, Application for Consent to Transfer Control, WC Docket No. 21-350, Memorandum Opinion and Order and Declaratory Ruling (WCB, IB, WTB rel. Aug. 19, 2022) (2022 Ruling). The Petitioner now seeks a new foreign ownership ruling to permit a new investment by CEPESA Holding LLC (CEPSA Holding), a limited liability company organized in the United Arab Emirates. According to the Restated Petition, CEPESA Holding proposes to acquire stock and warrants that will give it an approximate 29% equity interest and 2.5% voting interest and the right to appoint a board member in Connect Parent Corporation (Connect Parent), the indirect parent of Connect Holding and Connect Holding II.

Connect Holding II is the immediate parent of the Licensees, and in turn, is wholly owned by Connect Holding, both of which are Delaware limited liability companies. Connect Holding is wholly owned by Connect Midco LLC, which in turn is wholly owned by Connect Intermediate LLC, both of which are Delaware limited liability companies. In turn, Connect Intermediate LLC is wholly owned by Connect Parent, a Delaware corporation.

According to the Restated Petition and as a result of the proposed investment by CEPESA Holding, the following entities will have a direct ownership in Connect Parent: AP IX Connect Holdings, L.P. (AP IX Connect Holdings), a Delaware limited partnership, (60% voting, 44% equity); AP IX Connect Co-Invest Holdings, L.P. (Co-Invest Holdings), a Delaware limited partnership, (33% voting, 24% equity); AIOF II Connect Holdings, L.P. (AIOF II Holdings), a Delaware limited partnership, (3% voting, 2% equity); and CEPESA Holding, (29% voting, 2.5% equity).

AP IX Connect Holdings GP, LLC (AP IX Connect Holdings GP), a Delaware limited liability company, is the General Partner of Co-Invest Holdings and AP IX Connect Holdings. AP (Connect) VoteCo, LLC (VoteCo), a Delaware limited liability company that indirectly controls Connect Holding II, is the sole member of AP IX Connect Holdings GP and the sole member of the general partner of AIOF II Holdings. VoteCo is owned and controlled by its three members, each of whom is a citizen of the United States and has a one-third interest: Scott Kleinman, John Suydam, and David Sambur. According to the Restated Petition, the three managing members of VoteCo and officers and directors of VoteCo are officers and employees of Apollo Global Management, Inc. (AGM), a Delaware corporation, and will be simultaneously employed by AGM and VoteCo. In the 2022 Ruling the Commission found that AGM exercises de facto control over Connect Holding and Connect Holding II through VoteCo. 2022 Ruling at para. 10. BRH Holdings GP, Ltd. (BRH Holdings), a corporation organized in the Cayman Islands, holds a 27.87% voting interest and 0% equity interest in AGM.

According to the Restated Petition, AP IX Connect Holdings, Co-Invest Holdings, and AIOF II Holdings include foreign ownership held solely through insulated limited partnership interests. Stichting Pensioenfonds ABP (Stichting), a Dutch Foundation, indirectly holds insulated limited partnership interests in Co-Invest Holdings and AP IX Connect Holdings, through two or more intermediate entities with individually non-disclosable interests, representing an aggregate 2% equity and 0% voting. Aviva Investment Pte Ltd (Aviva Investment) is a Singapore private company limited by shares, organized in Singapore, and holds insulated limited partnership interests in Co-Invest Holdings and AP IX Connect Holdings, representing an aggregate 6% equity and 0% voting. According to the Restated Petition, Platinum Falcon B 2018 RSC Limited (Platinum Falcon), an Abu Dhabi restricted scope company, is organized in the United Arab Emirates, and holds insulated limited partnership interests in Co-Invest Holdings and AP IX Connect Holdings representing 7% equity and 0% voting. Platinum International Investment Holdings RSC Limited (Platinum International) is an Abu Dhabi restricted scope company, organized in the United Emirates, and holds 100% direct voting and equity interest in Platinum Falcon. Platinum International is wholly owned by Abu Dhabi Investment Authority (ADIA), a public institution organized under the laws of the United Arab Emirates, which in turn is wholly owned by the Government of Abu Dhabi in the United Arab Emirates.

According to the Restated Petition, CEPESA Holding seeks to make an indirect investment in Connect Holding II and seeks specific approval of 29% equity and 3% voting interests in Connect Parent, the indirect parent of Connect Holding II. For its proposed investment, CEPESA Holding will receive 500,000 shares of non-voting preferred stock-representing an approximate 27% equity interest-in Connect Parent. In addition to lacking voting rights, these shares will not be convertible into common stock. CEPESA Holding will receive warrants with a de minimis exercise price exchangeable for a 2.5% voting interest and approximately 1.8% equity interest in Connect Holding II. Together, this will represent an approximate 29% equity interest and 2.5% voting interest in Connect Holding II. As a result of the proposed investment, CEPESA Holding will have the right to appoint one of ten board members of Connect Parent. LIWA Energy Limited LLC (LIWA), a limited liability company organized in the United Arab Emirates, has a 1% voting and equity interest in CEPESA Holding, and in turn, Mamoura Diversified Global Holding PJSC (Mamoura), a public joint stock company organized in United Arab Emirates, holds 99% equity and voting interest in CEPESA Holding and 100% voting and equity interest in LIWA. Mubadala Investment Company PJSC (Mubadala) a public joint stock company organized in United Arab Emirates, holds 100% equity and voting interest in Mamoura, and Mubadala in turn is wholly owned by the Government of Abu Dhabi in the United Arab Emirates. The remaining 1% equity and voting interest in Connect Parent is held by two directors of Connect Parent and two third parties, all U.S. citizens.

Although under the proposed investment the ultimate beneficial owner of both Platinum Falcon and CEPESA Holding will be the Government of Abu Dhabi in the United Arab Emirates, and CEPESA Holding will be an uninsulated entity, Petitioner argues that Platinum Falcon should continue to be treated as insulated pursuant to section 1.5003 of the Commission's rules. 47 CFR § 1.5003. In the Restated Petition, Petitioner contends that Platinum Falcon continues to meet the insulation criteria of section 1.5003 because its investment is held solely through limited partnership interests, which are governed exclusively by agreements that by their terms insulate Platinum Falcon from material involvement in the business of Connect Holding II. In particular Petitioner states that Platinum Falcon's limited partnership agreements will remain intact post-investment, and it will possess no additional rights within the relevant partnerships. Petitioner avers that Platinum Falcon will not have "active involvement in the management or operation" of Connect Holding II. Petitioner also states that although CEPESA Holding and Platinum

—Falcon are both investment vehicles of sovereign wealth of the Government of Abu Dhabi in the United Arab Emirates, neither controls the other. — Petitioner further states that CEPSA Holding and Platinum Falcon have no direct day-to-day relationship with one another and operate entirely as separate entities, and Platinum Falcon will gain no influence through CEPSA Holding's single board seat, which has no bearing on Platinum Falcon's equity in the limited partnerships or its ability to influence the limited partnerships through that equity.

Pursuant to section 1.5001(h) of the Commission's rules, Petitioner requests approval of up to an aggregate 100% indirect foreign ownership of the controlling U.S. parent, Connect Holding II. 47 CFR § 1.5001(h),

Pursuant to section 1.5001(i) of the Commission's rules and in the event the Commission determines that Platinum Falcon's investment is insulated, the Petitioner requests that the Commission specifically approve the indirect foreign equity and/or voting interests that would be held in Connect Holding II by the foreign entities listed below. 47 CFR § 1.5001(i).

CEPSA Holding LLC (29% equity, 3% voting) (United Arab Emirates);
Mamoura Diversified Global Holding PJSC (29% equity, 3% voting) (United Arab Emirates);
Mubadala Investment Company PJSC (29% equity, 3% voting) (United Arab Emirates);
Platinum Falcon B 2018 RSC Limited (7% equity, 11% voting) (United Arab Emirates);
Platinum International Investment Holdings RSC Limited (7% equity, 11% voting) (United Arab Emirates);
Abu Dhabi Investment Authority (7% equity, 11% voting) (United Arab Emirates);
Government of Abu Dhabi in the United Arab Emirates (37% equity, 17% voting) (United Arab Emirates);
Aviva Investment Pte Ltd (6% equity, 9% voting) (Singapore);
Stichting Pensioenfonds ABP (2% equity, deemed 4% voting) (Netherlands); and
BRH Holdings GP, Ltd. (0% equity, 28% voting) (Cayman Islands).

Petitioner acknowledges that the Commission may find that Platinum Falcon's investment to be uninsulated in light of the uninsulated investment of CEPSA Holding. As such, in the event the Commission determines that Platinum Falcon's investment is uninsulated, Petitioner requests the Commission specifically approve the indirect foreign equity and/or voting interests that would be held in Connect Holding II by the foreign entities listed below:

CEPSA Holding LLC (29% equity, 3% voting) (United Arab Emirates);
Mamoura Diversified Global Holding PJSC (29% equity, 3% voting) (United Arab Emirates);
Mubadala Investment Company PJSC (29% equity, 3% voting) (United Arab Emirates);
Platinum Falcon B 2018 RSC Limited (7% equity, deemed 100% voting) (United Arab Emirates);
Platinum International Investment Holdings RSC Limited (7% equity, deemed 100% voting) (United Arab Emirates);
Abu Dhabi Investment Authority (7% equity, deemed 100% voting) (United Arab Emirates);
Government of Abu Dhabi in the United Arab Emirates (37% equity, deemed 100% voting) (United Arab Emirates);
Green Leaf Investment Holdings Sole Proprietorship LLC (1% equity, deemed 100% voting) (United Arab Emirates);
Al Sariya Commercial Investments LLC (1% equity, deemed 100% voting) (United Arab Emirates);
Aviva Investment Pte Ltd (6% equity, 9% voting) (Singapore);
Stichting Pensioenfonds ABP (2% equity, deemed 4% voting) (Netherlands); and
BRH Holdings GP, Ltd. (0% equity, 28% voting) (Cayman Islands).

Pursuant to section 1.5001(k) of the Commission's rules, 47 CFR § 1.5001(k), the Petitioner requests advance approval for up to a non-controlling 49.99% foreign ownership (equity and voting) in Connect Holding II for each of the following foreign entities:

BRH Holdings GP, Ltd. (0% equity, 49.99% voting) (Cayman Islands);
CEPSA Holding LLC (49.99% equity, 49.99% voting) (United Arab Emirates);
Mamoura Diversified Global Holding PJSC (49.99% equity, 49.99% voting) (United Arab Emirates);
Mubadala Investment Company PJSC (49.99% equity, 49.99% voting) (United Arab Emirates);
Platinum Falcon B 2018 RSC Limited (49.99% equity, 49.99% voting) (United Arab Emirates);
Platinum International Investment Holdings RSC Limited (49.99% equity, 49.99% voting) (United Arab Emirates);
Abu Dhabi Investment Authority (49.99% equity, 49.99% voting) (United Arab Emirates);
Government of Abu Dhabi in the United Arab Emirates (49.99% equity, 49.99% voting) (United Arab Emirates);
Aviva Investment Pte Ltd (49.99% equity, 49.99% voting) (Singapore);
Stichting Pensioenfonds ABP (49.99% equity, 49.99% voting) (Netherlands); and
BRH Holdings GP, Ltd. (0% equity, 49.99% voting) (Cayman Islands).

Uninsulated individuals and entities that hold minority equity and voting interests in Connect Holding II with a deemed 100% voting interest in Connect Holding II in accordance with section 1.5002(b)(iii)(A) of the Commission's rules will continue to be deemed to hold a 100% voting interest in Connect Holding II. 47 CFR § 1.5002(b)(iii)(A). A finding that an entity or individual is "deemed" to have a 100% voting interest for purposes of determining compliance with section 310(b)(4) of the Act and section 1.5000(a)(1) et seq. of the Commission's rules does not indicate that the interest constitutes de jure control for purposes of compliance with section 310(d) of the Act.

Petitioner asserts that the public interest would be served by granting the Petition.

Pursuant to Commission practice, this Petition is being referred to the relevant Executive Branch agencies for their views on any national security, law enforcement, foreign policy or trade policy concerns related to the foreign ownership of the Petitioner. See Process Reform for Executive Branch Review of Certain FCC Applications and Petitions Involving Foreign Ownership, IB Docket 16-155, Report and Order, 35 FCC Rcd 10927, 10935-36, para. 24 (2020). Interested parties may file comments on or before June 2, 2023 and reply comments on or before June 9, 2023.

ITC-214-20221213-00155

E

OneQode LLC

International Telecommunications Certificate

Service(s): Global or Limited Global Facilities-Based Service, Global or Limited Global Resale Service

OneQode LLC (OneQode) has filed an application for authority to provide facilities-based service in accordance with section 63.18(e)(1) of the Commission's rules and also to provide resale service in accordance with section 63.18(e)(2) of the Commission's rules. 47 CFR § 63.18(e)(1), (2).

OneQode, a Wyoming limited liability company, is wholly owned by OneQode Ltd, a Cyprus entity, which in turn is wholly owned by OneQode Holdings Limited, a Cayman Islands entity. BlockSense Limited (BlockSense), a Cayman Islands entity, has a 46% ownership interest in OneQode Holdings Limited. Prakash V, a Singapore citizen, holds a 50% ownership interest in BlockSense. Matthew Shearing, an Australian citizen, holds a 50% ownership interest in BlockSense and has de facto control of OneQode as the managing member of OneQode.

Pursuant to Commission practice, the application is being referred to the relevant Executive Branch agencies for their views on any national security, law enforcement, foreign policy or trade policy concerns related to the proposed foreign ownership of OneQode. See Process Reform for Executive Branch Review of Certain FCC Applications and Petitions Involving Foreign Ownership, IB Docket 16-155, Report and Order, 35 FCC Rcd 10927, 10935-36, para. 24 (2020).

ITC-214-20230504-00056

E

Alleswolke Wireless LLC

International Telecommunications Certificate

Service(s): Global or Limited Global Facilities-Based Service, Global or Limited Global Resale Service

Alleswolke Wireless LLC (Alleswolke) filed an application for authority to provide facilities based services in accordance with section 63.18(e)(1) of the Commission's rules and to provide resale services in accordance with section 63.18(e)(2) of the Commission's rules. 47 C.F.R. §§ 63.18(e)(1), (2).

Alleswolke, a California limited liability company, is wholly owned by Alleswolke, Inc. a California corporation. Rui Zhu, a Canadian citizen, holds a 90% ownership interest in Alleswolke, Inc. and Duxing Mou, a U.S. citizen, holds the remaining 10% ownership interest.

Pursuant to Commission practice, the Application is being referred to the relevant Executive Branch agencies for their views on any national security, law enforcement, foreign policy or trade policy concerns related to the proposed foreign ownership of the applicant. See Process Reform for Executive Branch Review of Certain FCC Applications and Petitions Involving Foreign Ownership, IB Docket 16-155, Report and Order, 35 FCC Rcd 10927, 10935-36, para. 24 (2020).

INFORMATIVE

ITC-T/C-20230120-00004

Mashell Telecom, Inc. d/b/a Rainier Connect

On May 16, 2023, the Chair of the Committee for the Assessment of Foreign Participation in the United States Telecommunications Services Sector (Committee) notified the Commission that the Committee is conducting an initial review of the domestic and international applications regarding the proposed transfer of control of Mashell Telecom from Mashell, Inc. to Alphabost Purchaser, LLC (WC Docket No. 23-30 and ITC-T/C-20230120-00004) to assess whether granting the applications will pose a risk to the national security or law enforcement interests of the United States, pursuant to Executive Order 13913 (85 Fed Reg 19643 (April 8, 2020)). The Committee shall complete its review of the applications before the end of the 120-day initial review period, unless the Committee notifies the Commission of an extension of the 120-day initial review period or the need arises to conduct a 90-day secondary assessment.

REMINDER:

Applicants must certify that neither the applicant nor any party to the application is subject to a denial of federal benefits by federal and/or state courts under authority granted in 21 U.S.C. § 862. See 47 CFR §§ 1.2001-.2003.